

**MMB/TBF JOINT EXHIBIT 1**

**Stipulation**

The Mass Media Bureau and Trinity Broadcasting of Florida, Inc., hereby stipulate as follows:

1. On November 28, 1979, the Bylaws of Trinity Broadcasting of Oklahoma City, Inc., were amended to include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab A.

2. On November 28, 1979, the Bylaws of Trinity Broadcasting of Denver, Inc., were amended to include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab B.

3. On January 4, 1980, the original Bylaws of Trinity Broadcasting of Florida, Inc., were adopted which include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab C. (The Bylaws that are contained in TBF Exhibit 36, Tab B, which are the subject of examination commencing on Tr. 2492, are an unsigned copy of the original Bylaws adopted on January 4, 1980.)

4. On March 3, 1981, the original Bylaws of Trinity Broadcasting of Indiana, Inc., were adopted which included

Federal Communications Commission

Docket No. 93-75 Exhibit No. J-1

Presented by MMB/TBF

Disposition	{	Identified	<u>✓</u>	<u>5/3/94</u>
		Received	<u>✓</u>	<u>5/3/94</u>
		Rejected		

Reporter M.K. FLEISHMAN

Date 5/3/94

special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab D, pages 1-3. On July 30, 1984, the Bylaws of Trinity Broadcasting of Indiana, Inc., were amended with the amended Bylaws continuing to include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab D, pages 4-7.

5. On July 30, 1984, the Bylaws of Trinity Broadcasting of Arizona, Inc., were amended to include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab E.


6. On December 11, 1985, the original Bylaws of Trinity Broadcasting of Texas, Inc., were adopted which include special protections concerning the removal from membership of the President. Copies of the pertinent pages are attached hereto at Tab F.


7. The Bylaws of Trinity Broadcasting of Washington (then Trinity Broadcasting of Seattle) and Trinity Broadcasting of New York, Inc., were adopted on November 10, 1975, and December 10, 1981, respectively. As of December 15, 1993, the date this stipulation was requested, these Bylaws had not been amended. The pertinent pages setting forth their respective provisions for removal of Directors are attached hereto at Tab G.

8. During her deposition taken on September 22, 1993, Janice Crouch gave the testimony that is attached hereto at Tab H. She was not otherwise asked specifically whether she recalled any discussion concerning the subject of securing her relationship with TBN and the reasons therefor.

9. On January 30, 1980, Trinity Broadcasting Network, Inc. ("TBN"), through its wholly owned subsidiary International Panorama T.V., Inc., then licensee of KTBN-TV, Fontana, California, reported to the Commission that the Directors of TBN were Paul F. Crouch, Norman G. Juggert, and Pearl Jane Duff.

By entering into this stipulation no party is precluded from asserting in proposed findings and conclusions any position it deems appropriate concerning the weight and significance of the facts stated herein.

  
Counsel for Chief,  
Mass Media Bureau

  
Counsel for Trinity Broadcasting  
of Florida, Inc.; Trinity  
Broadcasting Network; and  
National Minority T.V., Inc.

A

BYLAWS  
OF  
TRINITY BROADCASTING OF OKLAHOMA CITY, INC.

I  
Faith and Practice

Section 1 - Worship

The church shall establish and maintain places for the worship of Almighty God, our Heavenly Father, throughout the world and shall provide opportunities for worship instruction and evangelism through the use of modern technology including, but not necessarily limited to, television. The worship of this church shall honor Jesus Christ our Savior and shall be inspired and directed by the Holy Spirit. Whenever possible, our worship services shall be simultaneously telecast or recorded for subsequent television broadcasts. All of our services shall follow the dictates of Holy Scripture and particularly the Great Commission of Jesus Christ to proclaim the Gospel throughout the world.

Section 2 - Baptism in Water

The ministers of this church shall be empowered and directed to observe the ordinance of water baptism by burial with Christ as commanded in the Holy Scriptures. Baptism shall be provided for all who have truly repented and who have believed on Christ as Savior and Lord. No discrimination shall be made between those who have believed in Christ as Savior and Lord as a result of physically participating in congregational worship services and those who have believed as a result of the television ministry of this church.

Section 3 - The Lord's Supper

The Lord's Supper, consisting of the elements, bread and the fruit of the vine, shall be proclaimed and participated in as a symbol expressing the Christian's privilege of sharing the divine nature of our Lord Jesus Christ and as a memorial of His suffering and death and a declaration of His second coming. Inasmuch as all believers are enjoined to participate in the Lord's Supper, "until He comes," Christians who comprise our television fellowship shall be encouraged to participate with those members of the congregation who are physically present at our worship services.

### Section 3 - Termination of Voting Membership

The membership of any voting member except a member holding the office of President, shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

The membership of a member holding the office of President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
  - 1. Has failed in a material and serious degree to observe Biblical moral standards;
  - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
  - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure shall be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those

directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of the expulsion committee shall be believing and confessing Christians who acknowledge and accept Jesus Christ as Lord and Savior.

Termination of membership of any member as provided herein shall also constitute termination of such member as a director, and, where applicable, as an officer of this corporation.

#### Section 4 - Manner of Resignation for Voting Members

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the Chairman of the Board, the President, the Secretary of the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the board of directors may elect a successor to take office when the resignation became effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

#### Section 5 - Partner Members

Members who are not voting members shall be Partner Members.

#### Section 6 - Membership Rolls for Partner Members

A list of active Partner Members who regularly participate in activities of this ministry shall be maintained by the corporate officers. This list may be received and updated at any time by the board of directors. Partner Members removed from the active roll shall be placed on inactive roll.

#### Section 7 - Rights of Partner Members

Each Partner Member shall be entitled to attend worship services and evangelistic meetings of the corporation and to serve on committees of the corporation. Upon qualification, Partner Members shall be entitled to serve as prayer counselors and to provide other ministerial services. Partner Members need not receive notice of any meeting of this corporation.

#### Section 8 - Termination of Membership of Partner Members

The membership of any Partner Member shall terminate upon occurrence of any of the following events:

- (a) The resignation of such Partner Member.
- (b) The death of such Partner Member.
- (c) The determination by a majority of the Board of Directors that such Partner Member:

## XI

### Order of Succession

#### Section 1 - Appointment

The board of directors may from time to time designate a successor director or directors. If more than one successor director is so designated, the board of directors shall specify the order in which such successor directors shall serve.

#### Section 2 - Automatic Succession

In the event of the death of a director, the successor director with the highest designation of succession shall automatically fill the vacancy on the board of directors by such death. If the successor director with the highest priority is unwilling or unable to serve, the successor director with the next highest priority shall automatically fill such vacancy. In the event of the simultaneous deaths of two or more members of the board of directors, the successor director with the highest priority shall fill the vacancy with the longest remaining term.

#### Section 3 - Board of Advisors

Successor directors shall comprise the corporate advisory board with duties and privileges as specified by the President.

## XII

### Grants and Annuities Business

This corporation is authorized to operate a grants and annuities business in accordance with California laws, as well as the applicable laws of the federal government and any other state.

## XIII

### Affect Upon Term of Office

The adoption of these Bylaws shall not affect the term of office of any officer or director elected under previous bylaws of this corporation.

Adopted: 11/28/79

  
NORMAN G. JUGGERT, Secretary

Effective: 11/28/79

B

BYLAWS  
OF  
TRINITY BROADCASTING OF DENVER, INC.

I

Faith and Practice

Section 1 - Worship

The church shall establish and maintain places for the worship of Almighty God, our Heavenly Father, throughout the world and shall provide opportunities for worship instruction and evangelism through the use of modern technology including, but not necessarily limited to, television. The worship of this church shall honor Jesus Christ our Savior and shall be inspired and directed by the Holy Spirit. Whenever possible, our worship services shall be simultaneously telecast or recorded for subsequent television broadcasts. All of our services shall follow the dictates of Holy Scripture and particularly the Great Commission of Jesus Christ to proclaim the Gospel throughout the world.

Section 2 - Baptism in Water

The ministers of this church shall be empowered and directed to observe the ordinance of water baptism by burial with Christ as commanded in the Holy Scriptures. Baptism shall be provided for all who have truly repented and who have believed on Christ as Savior and Lord. No discrimination shall be made between those who have believed in Christ as Savior and Lord as a result of physically participating in congregational worship services and those who have believed as a result of the television ministry of this church.

Section 3 - The Lord's Supper

The Lord's Supper, consisting of the elements, bread and the fruit of the vine, shall be proclaimed and participated in as a symbol expressing the Christian's privilege of sharing the divine nature of our Lord Jesus Christ and as a memorial of His suffering and death and a declaration of His second coming. Inasmuch as all believers are enjoined to participate in the Lord's Supper, "until He comes," Christians who comprise our television fellowship shall be encouraged to participate with those members of the congregation who are physically present at our worship services.

### Section 3 - Termination of Voting Membership

The membership of any voting member except a member holding the office of President, shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

The membership of a member holding the office of President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
  - 1. Has failed in a material and serious degree to observe Biblical moral standards;
  - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
  - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure shall be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those

directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of the expulsion committee shall be believing and confessing Christians who acknowledge and accept Jesus Christ as Lord and Savior.

Termination of membership of any member as provided herein shall also constitute termination of such member as a director, and, where applicable, as an officer of this corporation.

#### Section 4 - Manner of Resignation for Voting Members

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the Chairman of the Board, the President, the Secretary of the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the board of directors may elect a successor to take office when the resignation became effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

#### Section 5 - Partner Members

Members who are not voting members shall be Partner Members.

#### Section 6 - Membership Rolls for Partner Members

A list of active Partner Members who regularly participate in activities of this ministry shall be maintained by the corporate officers. This list may be received and updated at any time by the board of directors. Partner Members removed from the active roll shall be placed on inactive roll.

#### Section 7 - Rights of Partner Members

Each Partner Member shall be entitled to attend worship services and evangelistic meetings of the corporation and to serve on committees of the corporation. Upon qualification, Partner Members shall be entitled to serve as prayer counselors and to provide other ministerial services. Partner Members need not receive notice of any meeting of this corporation.

#### Section 8 - Termination of Membership of Partner Members

The membership of any Partner Member shall terminate upon occurrence of any of the following events:

- (a) The resignation of such Partner Member.
- (b) The death of such Partner Member.
- (c) The determination by a majority of the Board of Directors that such Partner Member:

## XI

### Order of Succession

#### Section 1 - Appointment

The board of directors may from time to time designate a successor director or directors. If more than one successor director is so designated, the board of directors shall specify the order in which such successor directors shall serve.

#### Section 2 - Automatic Succession

In the event of the death of a director, the successor director with the highest designation of succession shall automatically fill the vacancy on the board of directors by such death. If the successor director with the highest priority is unwilling or unable to serve, the successor director with the next highest priority shall automatically fill such vacancy. In the event of the simultaneous deaths of two or more members of the board of directors, the successor director with the highest priority shall fill the vacancy with the longest remaining term.

#### Section 3 - Board of Advisors

Successor directors shall comprise the corporate advisory board with duties and privileges as specified by the President.

## XII

### Grants and Annuities Business

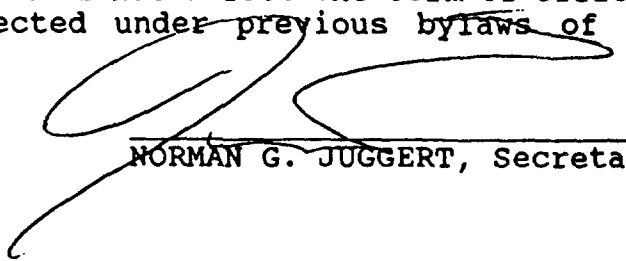
This corporation is authorized to operate a grants and annuities business in accordance with California laws, as well as the applicable laws of the federal government and any other state.

## XIII

### Affect Upon Term of Office

The adoption of these Bylaws shall not affect the term of office of any officer or director elected under ~~previous bylaws~~ of this corporation.

Adopted: 11/28/79

  
NORMAN G. JUGGERT, Secretary

Effective: 11/28/79

C

BY-LAWS  
of  
TRINITY BROADCASTING OF FLORIDA, INC.

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at 800 Barnett Bank Building, Tallahassee, Leon County, Florida. The Board of Directors may at any time from time to time change the location of the principal office from one location to another.

II

Membership

Section 1 - Qualifications

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, and who is approved by the Board of Directors.

Section 2 - Members

The members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these By Laws automatically terminates his membership as a member of this corporation. Election of a successor director as provided in these By-Laws shall operate to elect that director to membership in this corporation.

Section 3 - Termination of Membership

The membership of any member except a member holding the office of President, shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

The membership of a member holding the office of President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
  - 1. Has failed in a material and serious degree to observe Biblical moral standards;
  - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
  - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure should be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of the expulsion committee shall be believing and confessing Christians, who acknowledge and accept Jesus Christ as Lord and Savior.

Termination of membership of any member as provided herein shall also constitute termination of such member as a director and, where applicable, as an officer of this corporation.

E. A candidate must believe in the objectives of this body and its concepts concerning the work of the Holy Spirit today.

F. A candidate should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.

### Section 3 - Procedure for Ordination

The procedure for ordination shall be as follows:

A. Each person fulfilling the above qualifications and upon their proper presentation to the Board of Directors of this body will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by Trinity Broadcasting of Florida, Inc.

B. The Board may make exceptions to these qualifying standards wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.

C. Upon unanimous approval of the Board of Directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.

D. All candidates, successful or otherwise, will be notified of the Board's decision in writing within one (1) week of the final Board action.

X

### Affect Upon Term Of Office

The adoption of these By-Laws shall not affect the term of office of any officer or director elected under previous By-Laws of this corporation.

  
NORMAN G. JUGGERT, Secretary

### Secretary's Certificate

I, NORMAN G. JUGGERT, do hereby certify that these By-Laws of Trinity Broadcasting of Florida, Inc. were adopted by the Board of Directors of said corporation on January 4, 1980.

  
NORMAN G. JUGGERT, Secretary

D

CODE OF BY-LAWS  
OF  
TRINITY BROADCASTING OF INDIANA, INC.

ARTICLE I

MEMBERSHIP

Section 1. Membership Certificates. As provided by law, each member of the Corporation shall be entitled to a membership certificate signed by the President or a Vice President and attested by the Secretary, stating that he is a member of the Corporation and such other business as may be required by law. The form of such certificates shall be prescribed by resolution of the Board of Directors. Such membership certificates shall not be transferable. New membership certificates shall be issued every calendar year to every member.

Section 2. Qualifications. The membership of this Corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Saviour, who is willing to subscribe to the policies of this Corporation, and who is approved by the Board of Directors.

Section 3. Members. The members of this Corporation shall be the persons who from time to time are members of the Board of Directors of this Corporation. Death, resignation or removal of any Director as provided in these By-laws automatically terminates his membership as a member of this Corporation. Election of a successor director as provided by these By-laws shall operate to elect that director to membership in this Corporation.

Section 4. Termination of Membership. The membership of any member except a member holding the office of President, shall terminate upon the occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the Corporation. Such determination by a majority of the Directors may be without cause.

The membership of a member holding the office of President shall terminate upon the occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member
  - 1. Has failed in a material and serious degree to observe Biblical moral standards.
  - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the Corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure shall be implemented:

- (a) A notice shall be sent by mail, prepaid, first-class or registered, to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing shall be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing on his proposed expulsion.
- (c) Following the hearing, the expulsion committee shall determine whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the committee shall be final.
- (d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those Directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of

the expulsion committee shall be believing and confessing Christians, who acknowledge and accept Jesus Christ as Lord and Saviour.

Termination of membership of any member as provided herein shall also constitute termination of such member as a Director and, where applicable, as an officer of this Corporation.

Section 5. Manner of Resignation. Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the Chairman of the Board, the President or the Secretary of the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No member may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, or would otherwise be jeopardized before the law.

Section 6. Place of Meetings. As provided in the Articles of Incorporation, meetings of the members of the Corporation shall be held at such place, either within or without the State of Indiana as may be specified in the respective calls, notices or waivers of notice thereof.

Section 7. Annual Meeting. The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation on the 2nd Monday in January of each year at such time as may be designated in the notice or waiver of notice thereof, or at such other time or place as the President of the Corporation may otherwise notify the members not less than ten (10) days nor more than sixty (60) days prior to the date of such scheduled meeting.

Section 8. Special Meetings. Special meetings of the members may be called by the President or by a majority of the Board of Directors.

Section 9. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered or mailed by the Secretary of the Corporation, or the officers or persons calling the meeting, to each member of record entitled to vote at such meeting, at such address as appears upon the records of the Corporation at least ten (10) days before the date of such meeting.

**BYLAWS OF  
TRINITY BROADCASTING OF INDIANA, INC.**

**I**

**Principal Office**

The principal office for the transaction of the business of the corporation is fixed and located at Richmond, Indiana. The Board of Directors may at any time from time to time change the location of the principal office from one location to another.

**II**

**Membership**

**Section 1 - Qualifications**

The membership of this corporation shall be open to any believing and confessing Christian, who is willing to subscribe to the policies of this corporation, and who is approved by the Board of Directors.

**Section 2 - Members**

The members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a member of this corporation. Election of a successor director as provided in these bylaws shall operate to elect that director to membership in this corporation.

**Section 3 - Termination of Membership**

The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a

determination by a majority of the directors may be without cause.

The membership of a member holding the office President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
  - 1. Has failed in a material and serious degree to observe Biblical moral standards;
  - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
  - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure shall be implemented:

- (a) A notice shall be sent by mail by prepaid, firstclass, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing on his proposed expulsion.
- (c) Following the hearing, the expulsion committee shall decide whether or not the member should, in fact, be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

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Termination of membership of any member as provided herein shall also constitute termination of such member as a director and, where applicable, as an officer of this corporation.

#### Section 4 - Manner of Resignation

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the chairman of the board, the president, the secretary and the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

### III

#### Directors

##### Section 1 - Powers

A. Subject to the provisions of Indiana Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

1. Select and remove all officers of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
2. Change the principal executive office of the principal business office in the State of Indiana from one location to another; cause the corporation to be qualified to do